

TELEPHONE (703) 524-8309
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RECORDATION NO. 26480 FILED

AUG 04 '06

12-22 PM

SURFACE TRANSPORTATION BOARD

August 4 2006

New Recordation No.

Dear Mr. Williams:

On behalf of Flex Leasing I, LLC, I submit for filing and recording under 49 U.S.C. § 1131 (a) and the regulations applicable thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Lease ("Lease") dated as of July 20, 2006.

The parties to the enclosed Lease are:

Flex Leasing I, LLC - LESSOR
Suite 730
221 Main Street
San Francisco, CA 94105

Illinois Central Railroad - LESSEE
NBC Tower
455 N. Cityfront Drive
Chicago, IL 60611

The said Lease, among other things, acts to lease the equipment listed in Annex A thereto by the Lessor to the Lessee.

The equipment covered by the instant Lease is as identified in Annex A thereto, namely 166 boxcars of various types, LW numbers as identified in Annex A, copy attached.

A short summary of the Lease to appear in the Surface Transportation Board Index is as follows:

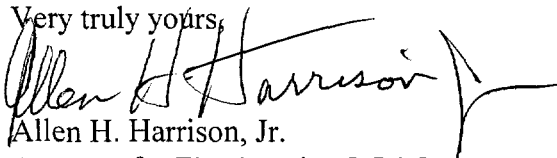
“Lease of 166 boxcars, LW numbers, see Annex A.”

Please enter under this Recordation No. the following cross index reference:

"See Recordation No. 21888-U."

Enclosed is a check in the amount of sixty eight (\$68.00) dollars in payment of filing fee (\$34.00) and the cross-indexing fee (\$34.00).

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.
Attorney for Flex Leasing I, LLC,
for the purpose of this filing.

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Enclosures

BY HAND

8212-020

ANNEX A

Description of Equipment

One hundred (100) 50' Plate F boxcars with 10' plug doors, numbered:

LW 1000 through 1099 inclusive

Fourteen (14) 60' Plate F boxcars with double 8' plug doors, numbered:

LW 50385 through 50391 inclusive

LW 50393 through 50399 inclusive

Fifty-two (52) 60' Plate E boxcars with double 8' sliding doors, numbered:

LW 50101

LW 50104

LW 50106 through 50108 inclusive

LW 50110

LW 50112 through 50113 inclusive

LW 50115

LW 50119 through 50121 inclusive

LW 50178

LW 50181

LW 50183

LW 50186

LW 50190

LW 50194

LW 50196 through 50198 inclusive

LW 50201 through 50203 inclusive

LW 50205

LW 50207

LW 50209 through 50211 inclusive

LW 50213

LW 50216 through 50217 inclusive

LW 50221 through 50222 inclusive

LW 50224 through 50227 inclusive

LW 50229 through 50232 inclusive

LW 50236 through 50240 inclusive

LW 50242 through 50243 inclusive

LW 50245

LW 50247 through 50248 inclusive

[Illinois Central Railroad Company]

AUG 04 '06

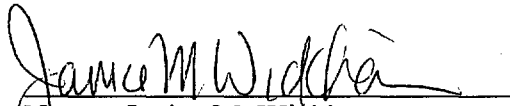
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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

FLEX LEASING I, LLC, a Delaware limited liability company ("Lessor"), having its chief executive office at 221 Main Street, Suite 730, San Francisco, California 94105, as successor lessor by assignment from Flex Leasing Corporation, a Delaware corporation ("Flex"), having its chief executive office at 221 Main Street, Suite 730, San Francisco, California 94105, is a party to a certain lease agreement dated as of October 8, 1998 (the "Lease") with **ILLINOIS CENTRAL RAILROAD** ("Lessee"), having its chief executive office at NBC Tower, 455 N. Cityfront Plaza Drive, Chicago, IL 60611, covering the railcars listed on Annex A attached hereto.

Dated as of July 20, 2006**FLEX LEASING I, LLC**



 Name: Janice M. Wickham
 Title: Vice President

STATE OF NEW YORK)
) ss:
 COUNTY OF NEW YORK)

On this 21 day of July, 2006, personally came before me, Janice M. Wickham, who, being by me duly sworn, says she is a Vice President of Flex Leasing I, LLC and that said writing was signed on the date hereof by her on behalf of said company by its authority duly given. The said Vice President acknowledged the execution of the said writing to be the act and deed of said company.

Witness my hand and notarial seal this 21 day of July, 2006.

SEAL


 Notary Public
 My Commission Expires: _____
EDWINA SELLAN
 Notary Public, State of New York
 No. 01SE5050605
 Qualified in New York County
 Certificate Filed in New York County
 Commission Expires October 16, 2009

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